



ENTERED
04/17/2015

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION

In re:	§	
	§	CHAPTER 11
ESCO MARINE, INC. ¹	§	
	§	CASE NO. 15-20107
Debtors.	§	
	§	
	§	(Joint Administration Pending)

**THIRD INTERIM ORDER PURSUANT TO 11 U.S.C.
SECTIONS 105, 361, 362, 363, 364 & 507 AND FEDERAL RULES OF
BANKRUPTCY PROCEDURE 2002, 4001 & 9014 (I) AUTHORIZING INTERIM
USE OF CASH COLLATERAL; (II) GRANTING POST-PETITION
REPLACEMENT LIENS ; (III) GRANTING ADEQUATE PROTECTION;
AND (IV) SCHEDULING A FINAL HEARING ON THE MOTION**

The Debtor having filed its *Emergency Motion For Interim and Final Orders Pursuant to 11 U.S.C. Sections 105, 362, 363, 364, & 507 and Federal Rules of Bankruptcy Procedure 2002, 4001, & 9014 (I) Authorizing Use of Cash Collateral; (II) Granting Post-Petition Replacement Lines (III) Granting Adequate Protection; and (IV) Scheduling a Final Hearing on the Motion* (the “**Motion**”), the Court having heard the Motion and entered the *Interim Order Pursuant to 11 U.S.C. Sections 105,361,362,364 & 507 and Federal Rules of Bankruptcy Procedure 2002, 4001 & 9014 (I) Authorizing Use of Interim Cash Collateral; (II) Granting Post-Petition Replacement Liens;(III) Granting Adequate Protection; and (IV) Scheduleing a Final Hearing on the Motion* on March __, 2015, and after hearing held on March 20, 2015 at 10 a.m., the Court having entered the *Interim Order Pursuant to 11 U.S.C. Sections 105,361,362,364 & 507 and Federal Rules of Bankruptcy Procedure 2002, 4001 & 9014 (I) Authorizing Use of Interim Cash*

¹The Debtors also include ESCO Metals, LLC; ESCO Shredding, LLC; Texas Best Recycling, LLC, and Texas Best Equipment, LLC. The corporate address for all debtors is 16200 Joe Garza Sr., Road, Brownsville, Texas 72521. Joint administration under the above style and case number has been ordered by the United States Bankruptcy Court on March 10, 2015. The use of the term “Debtor” shall refer to all debtors.

Collateral; (II) Granting Post-Petition Replacement Liens; (III) Granting Adequate Protection; and (IV) Scheduling a Final Hearing on the Motion (the “**Second Interim Order**”); the Court being advised that the Debtor intends to submit an agreed debtor-in-possession financing order for consideration by this Court next week and that the Debtor needs to make certain critical payments pending entry of a debtor-in-possession financing order, and the Court being otherwise advised on the premises:

IT IS HEREBY ORDERED:

1. All capitalized terms not otherwise defined herein have the same meaning as set forth in the Second Interim Order.
2. The terms of the Second Interim Order remain in full force as if such terms were fully incorporated into the terms of this Order, except that
 - (a) the term is extended through April 24, 2015 and all references to April 3, 2015 set forth in the Second Interim Order shall be deemed to be April 24, 2015.
 - (b) The “Budget” shall be revised to be the Budget set forth as Schedule A.
4. All use of Cash Collateral (as defined in the Second Interim Order) and additional funding by Callidus shall be entitled to the priorities and protections set forth in the Second Interim Order.
5. To the extent there is insufficient cash collateral to fund the Budget, Callidus may loan sufficient funds to the Debtors to fund the Budget, with such loans being: i) authorized and entitled to the liens, priority claim status, and protections granted in the Second Interim Order, and identified in 11U.S.C. §§ (c)(1)-(3) and 364(d)(1); and ii) governed by the existing loan documents, as may have been amended or adjusted.

6. Further hearing on the Motion is set for **April 20, 2015, 9:00 a.m.**, in the Bankruptcy Court for the Southern District of Texas, located at United States Courthouse, 1133 North Shoreline Boulevard, Suite 124, Corpus Christi, TX 78401.

DATED: April 17, 2015



Richard S. Schmidt
United States Bankruptcy Judge

DETROIT 57558-6 1347766v3

/s/ Glen Ayers by NP Holzer with permission
Counsel for Debtors

/s/ Nathaniel Peter Holzer
Counsel for Callidus Capital

Esco Marine Inc.

Cash Flow Statement for Interim Cash Collateral Order

For the period ending April 17, 2015

(Unaudited; USD)

	Week-ending				Total
	27-Mar-15	3-Apr-15	10-Apr-15	17-Apr-15	
<i>Receipts</i>					
Receivable collections	-	-	-	-	-
<i>Operating disbursements</i>					
Payroll	20,714	20,714	19,235	19,235	79,898
Insurance	-	24,054	-	-	24,054
Equipment rental	-	-	-	15,580	15,580
Occupancy	-	-	122,465	-	122,465
Utilities	-	-	531	19,900	20,431
Sundry	2,500	2,500	2,500	2,500	10,000
<i>Total disbursements</i>	23,214	47,268	144,731	57,215	272,428
<i>Net cash flow</i>	(23,214)	(47,268)	(144,731)	(57,215)	(272,428)